

Waterville

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TRANSFER  
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QUITCLAIM DEED

Cumberland Farms, Inc., a Delaware corporation (successor by merger to V.S.H. Realty, Inc., a Rhode Island corporation effective September 30, 1984), with offices at 777 Dedham Street, Canton, Massachusetts 02021 for consideration paid of FIFTY THOUSAND DOLLARS AND 00/100 grants to Be A Sport, Inc., a Maine corporation, with an address of Post Office Box 633, Waterville, Maine, the real property described in Exhibit A attached hereto (the "Property"), together with any and all servitudes, easements, rights-of-way, licenses and other rights in real property appurtenant thereto, and all improvements located thereon.

Said Property is conveyed subject to a restrictive covenant prohibiting the use of the Property as a convenience store, or convenience store selling gasoline, a gasoline station or a gasoline station selling convenience items as presently defined or as may be defined in the future by Grantor. Said restrictive covenant shall run with the Property so long as the Premises owned by Grantor at 74-76 College Street, Waterville, Maine and the Premises owned by Grantor at Route 201, Winslow, Maine are owned by Grantor or any other entity, the majority of which is owned or controlled by Grantor, and are operating as a convenience store and or gasoline dispensing facility. It being the intent of the parties hereby that Grantee shall not compete directly or indirectly with Grantor's businesses located at either 74 -76 College Street, Waterville, Maine or on Route 201, Winslow, Maine.

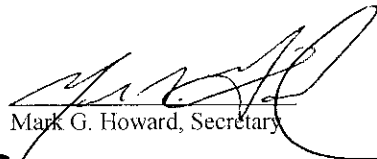
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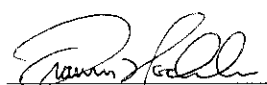
Said Property is conveyed subject to any liens for taxes not yet due and payable, all matters of public record and any state of facts which an accurate survey of the Property would disclose.

This conveyance does not constitute a conveyance of all or substantially all of the assets of the Grantor in the State of Maine.

IN WITNESS WHEREOF, the said Cumberland Farms, Inc. has caused its corporate seal to be hereto affixed and these presents acknowledged and delivered in its name and behalf by Francis G. Locklin, its Senior Vice President hereto duly authorized this 27<sup>th</sup> day of October, 1999.

  
Mark G. Howard, Secretary

CUMBERLAND FARMS, INC

By:   
Francis G. Locklin  
Senior Vice President

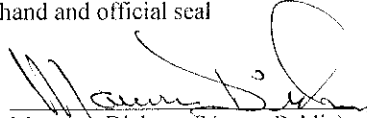
SEAL

#### ACKNOWLEDGEMENT

Commonwealth of Massachusetts  
Norfolk, SS

On this, the 27<sup>th</sup> day of October, 1999, before me Maureen Dickson, the undersigned Notary Public, personally appeared Francis G. Locklin, who acknowledged himself to be the Senior Vice President of Cumberland Farms, Inc. a Delaware corporation, and that he as such Senior Vice President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Senior Vice President, as his free act and deed and the free act and deed of the corporation.

In witness whereof, I hereunto set my hand and official seal

  
Maureen Dickson (Notary Public)  
My commission expires: 3/31/06

SEAL

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## EXHIBIT "A"

The following described property situate in said Waterville, County of Kennebec, State of Maine, together with the buildings and other improvements thereon.

Beginning at a stone bound at the northwesterly corner of Silver and Spring Streets, in said Waterville; thence running in a southwesterly direction by the northwesterly side of said Silver Street 113.9 feet to property now or formerly of Mrs. Carrie B. Palmer; thence turning and running in a northwesterly direction at right angles to Silver Street 104.9 feet to property now or formerly of Mrs. Rose Warren; thence turning and running in a northeasterly direction at an angle of 108 degrees 25' to the last mentioned line 75 feet to the southwesterly side of Spring Street; thence turning at right angles and running in a southeasterly direction by the southwesterly side of Spring Street 135.5 feet to the point of beginning.

Being the same premises conveyed to Cumberland Farms, Inc. (as successor by merger to V. S. H. Realty, Inc.) by deed recorded with Kennebec County Registry of Deeds in Book 2625, Page 96.

RECEIVED KENNEBEC SS.

1999 NOV 15 AM 9:00

ATTEST: *Theresa R. Quinn*  
REGISTER OF DEEDS